

Superbreak Mini Holidays Group Limited

Accounts 30 September 1997
together with directors' and auditors' reports

Registered number: 2501443



Directors' report

For the 11 months ended 30 September 1997

The directors present their annual report on the affairs of the company, together with the accounts and auditors' report, for the 11 months ended 30 September 1997.

Principal activity and business review

The company acts as the holding company for Superbreak Mini-Holidays Limited.

Results and dividends

Results and recommended transfers to reserves are as follows:

| | £'000 |
|--------------------------------------|------------|
| Retained profit for the period | - |
| Retained profit at 1 November 1996 | 127 |
| Retained profit at 30 September 1997 | <u>127</u> |

The directors do not recommend the payment of a dividend.

Directors and their interests

The directors who served during the period were as follows:

M.C. Wray

N.P. Cust

R.W. Atkinson

R.G. Baddeley

J.R. Crew

F. Regan

(appointed 1 November 1996)

I.P. Mounser

(appointed 1 November 1996)

Messrs Wray, Cust, Atkinson, Baddeley and Crew also served as directors of the holding company, Eurocamp plc. Their beneficial interests in group companies are disclosed in the accounts of Eurocamp plc.

Directors' report (continued)

Directors and their interests (continued)

The interests of those directors who are not also directors of the ultimate parent company in share options of Eurocamp plc at 30 September 1997 were as follows:

| 1991 Executive Scheme | At 1 November 1996 | Granted | At 30 September 1997 |
|-----------------------------|--------------------------|---------|----------------------------|
| | | | |
| F. Regan | 14,759 | - | 14,759 |
| I.P. Mounser | 14,759 | - | 14,759 |
| | <hr/> | <hr/> | <hr/> |
| 1991 Savings Related Scheme | At 1 November 1996 | Granted | At 30 September 1997 |
| | | | |
| I.P. Mounser | 612 | - | 612 |
| | <hr/> | <hr/> | <hr/> |
| 1996 Unapproved Scheme | At 1 November 1996 | Granted | At 30 September 1997 |
| | | | |
| F. Regan | 5,241 | 10,000 | 15,241 |
| I.P. Mounser | 5,241 | 10,000 | 15,241 |
| | <hr/> | <hr/> | <hr/> |

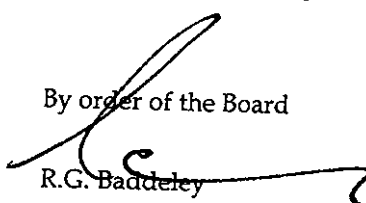
None of the directors had any other interests which are required to be disclosed under Schedule 7 of the Companies Act 1985.

Auditors

The directors will place a resolution before the annual general meeting to reappoint Arthur Andersen as auditors for the ensuing year.

Ryedale Building
60 Piccadilly
York
YO1 1NX

By order of the Board


R.G. Baddeley
Secretary

9 February 1998

Statement of directors' and auditors' responsibilities

Directors' responsibilities

Company law requires the directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the group will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors' responsibilities

Company law requires auditors to form an independent opinion on the financial statements presented by the directors based on their audit and to report their opinion to the shareholders. The Companies Act also requires auditors to report to the shareholders if the following requirements are not met:

- that the company has maintained proper accounting records;
- that the financial statements are in agreement with the accounting records;
- that directors' emoluments and other transactions with directors are properly disclosed in the accounts; and
- that the auditors have obtained all the information and explanations which, to the best of their knowledge and belief, are necessary for the purpose of their audit.

The auditors' opinion does not encompass the directors' report on pages 1 to 2. However, the Companies Act 1985 requires auditors to report to the shareholders if the matters contained in the directors' report are inconsistent with the financial statements.

Auditors' report

Manchester

To the Shareholders of Superbreak Mini Holidays Group Limited:

We have audited the accounts on pages 5 to 10 which have been prepared under the historical cost convention, and the accounting policies set out on page 7.

Respective responsibilities of directors and auditors

As described on page 3 the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts and of whether the accounting policies are appropriate to the circumstances of the company, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company at 30 September 1997 and of its result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



Arthur Andersen

Chartered Accountants and Registered Auditors

Bank House
9 Charlotte Street
Manchester
M1 4EU

9 February 1998

Profit and loss account

For the 11 months ended 30 September 1997

| | Notes | 11 months ended 30 September 1997 £'000 | Year ended 31 October 1996 £'000 |
|---|----------|---|--|
| Other operating expenses | | (3) | - |
| Other operating income | | - | 71 |
| Operating (loss) profit | | (3) | 71 |
| Income from shares in subsidiary undertaking | | - | 3,000 |
| (Loss) profit on ordinary activities before taxation | 2 | (3) | 3,071 |
| Tax on (loss) profit on ordinary activities | 3 | 3 | (24) |
| Profit for the financial period | | - | 3,047 |
| Dividends paid and proposed on equity and non-equity shares | 4 | - | (3,000) |
| Retained profit for the period | | - | 47 |
| Retained profit, beginning of period | | 127 | 80 |
| Retained profit, end of period | | 127 | 127 |

All activity arose from continuing operations.

There are no recognised gains or losses other than the (loss) profit for each period.

The accompanying notes are an integral part of this profit and loss account.

There is no difference between the historical cost (loss) profit for each period and the (loss) profit stated in the profit and loss account.

Balance sheet

30 September 1997

| | Notes | 30 September 1997 £'000 | 31 October 1996 £'000 |
|---|-------|-------------------------------|-----------------------------|
| Fixed assets | | | |
| Investments | 5 | <u>16,752</u> | <u>16,752</u> |
| Current assets | | | |
| Debtors | 6 | - | 3,000 |
| Cash at bank and in hand | | - | 1 |
| | | <u>-</u> | <u>3,001</u> |
| Creditors: Amounts falling due within one year | 7 | <u>(7,338)</u> | <u>(10,339)</u> |
| Net current liabilities | | <u>(7,338)</u> | <u>(7,338)</u> |
| Net assets | | <u>9,414</u> | <u>9,414</u> |
| Capital and reserves | | | |
| Called-up share capital | 8 | 9,287 | 9,287 |
| Profit and loss account | | 127 | 127 |
| | | <u>9,414</u> | <u>9,414</u> |
| Shareholders' funds | 9 | <u>9,414</u> | <u>9,414</u> |
| Total shareholders' funds | | | |
| Non-equity interests | | 9,020 | 9,020 |
| Equity interests | | 394 | 394 |
| | | <u>9,414</u> | <u>9,414</u> |

Signed on behalf of the Board

R.G. Baddeley

Director

9 February 1998

The accompanying notes are an integral part of this balance sheet.

Notes to accounts

30 September 1997

1 Accounting policies

The principal accounting policies, all of which have been applied consistently throughout the current period and the preceding year, are as follows:

a) Basis of accounting

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards.

b) Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Deferred taxation has been calculated on the liability method. Deferred tax is provided on timing differences which will probably reverse at the rates of tax likely to be in force at the time of reversal. Deferred tax is not provided on timing differences which, in the opinion of the directors, will probably not reverse.

c) Cash flow statement

As permitted by Financial Reporting Standard No. 1, the company has not produced a cash flow statement, as it is a wholly owned subsidiary undertaking of Eurocamp plc which has produced a group cash flow statement in its accounts.

d) Investments

Fixed asset investments are shown at cost less provision for permanent diminution in value.

2 (Loss) profit on ordinary activities before taxation

(Loss) profit on ordinary activities before taxation is stated after charging:

| | 11 months ended 30 September 1997 £'000 | Year ended 31 October 1996 £'000 |
|---|---|--|
| Auditors' remuneration for audit services | - | 2 |

3 Tax on (loss) profit on ordinary activities

The tax (credit) charge is based on the (loss) profit for the period and comprises:

| | 11 months ended 30 September 1997 £'000 | Year ended 31 October 1996 £'000 |
|--|---|--|
| Corporation tax at 32% (1996 - 33%) | - | 24 |
| Adjustment of current taxation in respect of prior periods | (3) | - |
| | <u>(3)</u> | <u>24</u> |

Notes to accounts (continued)

4 Dividends paid and proposed on equity and non-equity shares

| | 11 months ended 30 September 1997 £'000 | Year ended 31 October 1996 £'000 |
|--|---|--|
| 'A' and 'B' ordinary dividend payable (equity) | <u>-</u> | <u>3,000</u> |

5 Investments

Fixed asset investments comprises an investment in a subsidiary undertaking as follows:

| | 30 September 1997 £'000 | 31 October 1996 £'000 |
|-----------------------------|-------------------------------|-----------------------------|
| Cost | | |
| Beginning and end of period | <u>16,752</u> | <u>16,752</u> |

The company owns all of the ordinary share capital of Superbreak Mini-Holidays Limited, a tour and travel operator, registered in England and Wales.

6 Debtors

| | 30 September 1997 £'000 | 31 October 1996 £'000 |
|--|-------------------------------|-----------------------------|
| Amounts owed by subsidiary undertaking | <u>-</u> | <u>3,000</u> |

7 Creditors: Amounts falling due within one year

| | 30 September 1997 £'000 | 31 October 1996 £'000 |
|--|-------------------------------|-----------------------------|
| Bank overdraft | 1 | - |
| Amounts owed to other group undertakings | 7,337 | 7,316 |
| UK corporation tax payable | - | 23 |
| Proposed dividends | - | 3,000 |
| | <u>7,338</u> | <u>10,339</u> |

Notes to accounts (continued)

8 Called-up share capital

| | 30 September 1997 | | 31 October 1996 | |
|--|-------------------|--------------|-----------------|--------------|
| | £'000 | IL'000 | £'000 | IL'000 |
| <i>Authorised:</i> | | | | |
| 60,000 'A' ordinary shares of £1 each | 60 | - | 60 | - |
| 60,000 'A' ordinary shares of 1 lira each | - | 60 | - | 60 |
| 20,000 'B' ordinary shares of £1 each | 20 | - | 20 | - |
| 20,000 'B' ordinary shares of 1 lira each | - | 20 | - | 20 |
| 160,000 'A' preferred ordinary shares of £1 each | 160 | - | 160 | - |
| 160,000 'A' preferred ordinary shares of 1 lira each | - | 160 | - | 160 |
| 26,667 'B' preferred ordinary shares of £1 each | 27 | - | 27 | - |
| 26,667 'B' preferred ordinary shares of 1 lira each | - | 27 | - | 27 |
| 790,600 9% 'A' preference shares of £1 each | 790 | - | 790 | - |
| 790,600 9% 'A' preference shares of 1 lira each | - | 790 | - | 790 |
| 8,230,000 9% 'A' preference shares of £1 each | 8,230 | - | 8,230 | - |
| 8,230,000 9% 'A' preference shares of 1 lira each | - | 8,230 | - | 8,230 |
| | <u>9,287</u> | <u>9,287</u> | <u>9,287</u> | <u>9,287</u> |

| | 30 September 1997 £'000 | 31 October 1996 £'000 |
|--|-------------------------------|-----------------------------|
| <i>Allotted, called-up and fully paid:</i> | | |
| 60,000 'A' ordinary shares of £1 each | 60 | 60 |
| 20,000 'B' ordinary shares of £1 each | 20 | 20 |
| 160,000 'A' preferred ordinary shares of £1 each | 160 | 160 |
| 26,667 'B' preferred ordinary shares of £1 each | 27 | 27 |
| 790,600 9% 'A' preference shares of £1 each | 790 | 790 |
| 8,230,000 9% 'A' preference shares of £1 each | 8,230 | 8,230 |
| | <u>9,287</u> | <u>9,287</u> |

9 Reconciliation of movements in shareholders' funds

| | 30 September 1997 £'000 | 31 October 1996 £'000 |
|---|-------------------------------|-----------------------------|
| Profit for the financial period | - | 3,047 |
| Dividends paid and proposed on equity and non-equity shares | - | (3,000) |
| Net addition to shareholders' funds | - | 47 |
| Opening shareholders' funds | 9,414 | 9,367 |
| Closing shareholders' funds | <u>9,414</u> | <u>9,414</u> |

Notes to accounts (continued)

10 Ultimate parent company

The company is a wholly owned subsidiary undertaking of Eurocamp plc, a company registered in England and Wales.

The largest and smallest group in which the results of Superbreak Mini Holidays Group Limited are consolidated is that headed by Eurocamp plc. The consolidated accounts of this group are available to the public and may be obtained from Eurocamp plc, Canute Court, Toft Road, Knutsford, Cheshire WA16 0NL.